

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
WACO DIVISION**

In re:	§	Chapter 11
	§	
LITTLE RIVER HEALTHCARE	§	Case No. 18-60526-rbk
HOLDINGS, LLC,	§	
	§	
Debtor.	§	
	§	
Employer Tax I.D. No. 32-0457956	§	

In re:	§	Chapter 11
	§	
COMPASS POINTE HOLDINGS, LLC,	§	Case No. 18-60525-rbk
	§	
Debtor.	§	
	§	
Employer Tax I.D. No. 81-4561142	§	

In re:	§	Chapter 11
	§	
TIMBERLANDS HEALTHCARE, LLC,	§	Case No. 18-60527-rbk
	§	
Debtor.	§	
	§	
Employer Tax I.D. No. 35-2561890	§	

In re:	§	Chapter 11
	§	
KING’S DAUGHTERS PHARMACY, LLC,	§	Case No. 18-60532-rbk
	§	
Debtor.	§	
	§	
Employer Tax I.D. No. 81-2897097	§	

In re:	§	Chapter 11
	§	
ROCKDALE BLACKHAWK, LLC,	§	Case No. 18-60528-rbk
	§	
Debtor.	§	
	§	
Employer Tax I.D. No. 20-5220791	§	

In re:	§	Chapter 11
	§	
LITTLE RIVER HEALTHCARE -	§	Case No. 18-60531-rbk
PHYSICIANS OF KING'S	§	
DAUGHTERS, LLC,	§	
Debtor.	§	
	§	
Employer Tax I.D. No. 74-2795264	§	

In re:	§	Chapter 11
	§	
CANTERA WAY VENTURES, LLC,	§	Case No. 18-60529-rbk
	§	
Debtor.	§	
	§	
Employer Tax I.D. No. 81-1457815	§	

In re:	§	Chapter 11
	§	
LITTLE RIVER HEALTHCARE	§	Case No. 18-60530-rbk
MANAGEMENT, LLC,	§	
	§	
Debtor.	§	
	§	
Employer Tax I.D. No. 81-2306688	§	

**DEBTORS' MOTION FOR ENTRY OF AN ORDER
AUTHORIZING JOINT ADMINISTRATION OF CASES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors and debtors-in-possession (collectively, the “***Debtors***”) file this motion (the “***Motion***”) pursuant to section 105(a) of title 11 of the United States Code (the “***Bankruptcy Code***”), Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “***Bankruptcy Rules***”), and Rule 1015 of the Local Court Rules of the United States Bankruptcy Court for the Western District of Texas (the “***Local Rules***”), for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “***Proposed Order***”), directing the joint administration of the Debtors’ chapter 11 cases. In support of the Motion, the Debtors rely on

and incorporate by reference the *Declaration of Ronald Winters in Support of First Day Motions* (the “*Winters Declaration*”), and respectfully represent:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On the date hereof (the “*Petition Date*”), each of the Debtors commenced cases under chapter 11 of the Bankruptcy Code (the “*Chapter 11 Cases*”). The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases, and no committees have been appointed or designated.

3. A description of the Debtors’ businesses, the reasons for commencing the Chapter 11 Cases, the relief sought from the Court, and the facts and circumstances supporting this Motion are set forth in the Winters Declaration filed contemporaneously herewith.

RELIEF REQUESTED

4. The Debtors request entry of the Proposed Order, (i) authorizing the joint administration of these Chapter 11 Cases for procedural purposes only, and (ii) granting related relief. Specifically, the Debtors request that the Clerk of the Court maintain one docket for all pleadings filed in this case under the case number of lead debtor Little River Healthcare Holdings, LLC, and that the Clerk of the Court maintain one service list for the service of the pleadings, orders, and notices in these Chapter 11 Cases.

5. The Debtors further request that the Chapter 11 Cases be administered under a consolidated caption, as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
WACO DIVISION**

In re:	§	
	§	Chapter 11
	§	
LITTLE RIVER HEALTHCARE	§	Case No. 18-60526-rbk
HOLDINGS, LLC, <i>et al.</i>	§	
	§	
Debtors. ¹	§	(Jointly Administered)
	§	

6. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

7. The Debtors request that a notation substantially similar to the following notation shall be entered on the docket for all other Debtors to reflect that each Debtor's chapter 11 case shall be jointly administered under the Little River Healthcare Holdings, LLC case:

An order has been entered in this case directing the joint administration of the chapter 11 cases of Compass Pointe Holdings, LLC; Little River Healthcare Holdings, LLC; Timberlands Healthcare, LLC; King's Daughters Pharmacy, LLC; Rockdale Blackhawk, LLC; Little River Healthcare - Physicians of King's Daughters, LLC; Cantera Way Ventures, LLC; and Little River Healthcare Management, LLC; the docket for Little River Healthcare Holdings, LLC should be consulted for all matters affecting this case.

BASIS FOR RELIEF

8. Bankruptcy Rule 1015(b) provides that, if two or more petitions are pending in the same court by or against a debtor and an affiliate, "the court may order a joint administration

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Compass Pointe Holdings, LLC (1142), Little River Healthcare Holdings, LLC (7956), Timberlands Healthcare, LLC (1890), King's Daughters Pharmacy, LLC (7097), Rockdale Blackhawk, LLC (0791), Little River Healthcare - Physicians of King's Daughters, LLC (5264), Cantera Way Ventures, LLC (7815), and Little River Healthcare Management, LLC (6688). The Debtors' mailing address is 1700 Brazos Ave, Rockdale, TX 76567.

of the estates.” Fed. R. Bankr. P. 1015(b). The Debtors in these Chapter 11 Cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code.

9. Further, section 105(a) of the Bankruptcy Code provides the Court with the power to grant the relief requested herein by permitting the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the [Bankruptcy Code].” 11 U.S.C. § 105(a).

10. Joint administration of these cases is appropriate under the circumstances and will aid in the efficient administration of the cases without harming the substantive rights of any party in interest. The joint administration will save time and expense by making it unnecessary to file duplicate motions and conduct duplicate hearings. The resulting reduction in costs from joint administration will enhance the estates, thereby benefiting all creditors.

11. Moreover, joint administration of these Chapter 11 Cases will reduce fees and costs by avoiding duplicative filings, objections, and hearings, and will also allow the U.S. Trustee and all parties in interest to monitor these Chapter 11 Cases with greater ease and efficiency. Additionally, joint administration will not adversely affect the Debtors’ respective constituencies because the motion requests only administrative, not substantive, consolidation of the Debtors’ estates. The rights of the respective creditors of the Debtors will not be adversely affected by the proposed joint administration because the Debtors will continue as separate and distinct legal entities and will continue to maintain separate books and records. Moreover, each creditor may still file its proof of claim against a particular estate. In fact, the rights of all creditors will be enhanced by the reduction in costs resulting from joint administration.

12. Courts routinely, and generally without controversy, approve joint administration of interrelated chapter 11 cases in this District. *See In re UPH Holdings, Inc.*, Case No. 13-10570

(Bankr. W.D. Tex. April 2, 2013); *In re KLN Steel Products Co., LLC*, Case No. 11-12855 (Bankr. W.D. Tex. Nov. 23, 2011); *In re TXCO Resources Inc.*, Case No. 09-51807 (Bankr. W.D. Tex. May 19, 2009).

NOTICE

13. The Debtors have provided notice of the filing of the Motion either by electronic mail, facsimile, or overnight mail to: (i) the Office of the United States Trustee for the Western District of Texas; (ii) the Debtors' 20 largest unsecured creditors on a consolidated basis; (iii) counsel to Monroe Capital Management Advisors, LLC, as administrative agent under that certain Credit Agreement, dated as of March 31, 2015, as amended; (iv) all parties entitled to notice pursuant to Bankruptcy Rule 2002 and Local Rule 9013; and (v) all governmental agencies having a regulatory or statutory interest in these Chapter 11 Cases. Due to the nature of the relief requested herein, the Debtors submit that no other or further notice is required. A copy of the Motion is also available on the website of the Debtors' proposed Noticing and Claims Agent at <http://dm.epiq11.com/LRH>.

NO PRIOR REQUEST

14. No prior request for the relief sought in this Motion has been made to this or any other court.

[Remainder of page left intentionally blank]

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

DATED: July 24, 2018
Austin, Texas

Respectfully submitted,

WALLER LANSDEN DORTCH & DAVIS, LLP

By: /s/ Morris D. Weiss

Morris D. Weiss
Texas Bar No. 21110850
100 Congress Ave., Suite 1800
Austin, Texas 78701
Telephone: (512) 685-6400
Facsimile: (512) 685-6417
Email: morris.weiss@wallerlaw.com

-and-

Tyler N. Layne (*pro hac vice* pending)
Courtney K. Stone (*pro hac vice* pending)
Texas Bar No. 24093208
511 Union Street, Suite 2700
Nashville, TN 37219
Telephone: (615) 244-6380
Facsimile: (615) 244-6804
Email: tyler.layne@wallerlaw.com
courtney.stone@wallerlaw.com

PROPOSED COUNSEL FOR DEBTORS

Exhibit A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
WACO DIVISION**

In re:	§	
	§	Chapter 11
	§	
LITTLE RIVER HEALTHCARE	§	Case No. 18-18-60526-rbk
HOLDINGS, LLC, <i>et al.</i>	§	
	§	
Debtors. ¹	§	(Jointly Administered)
	§	

ORDER GRANTING MOTION FOR JOINT ADMINISTRATION

Upon consideration of the motion (the “*Motion*”)² filed by the above-captioned Debtors; and the Court having found that it has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and upon consideration of the Winters Declaration in support thereof; and the Court having found that consideration of the Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Compass Pointe Holdings, LLC (1142), Little River Healthcare Holdings, LLC (7956), Timberlands Healthcare, LLC (1890), King’s Daughters Pharmacy, LLC (7097), Rockdale Blackhawk, LLC (0791), Little River Healthcare - Physicians of King’s Daughters, LLC (5264), Cantera Way Ventures, LLC (7815), and Little River Healthcare Management, LLC (6688). The Debtors’ mailing address is 1700 Brazos Ave, Rockdale, TX 76567.

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

having found that venue of this proceeding in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of the Motion as set forth therein is sufficient under the circumstances; and the Court having reviewed the Motion and having considered statements in support of the Motion at the hearing held before this Court (the “*Hearing*”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS THEREFORE ORDERED

1. The Motion is granted as set forth herein.
2. The Chapter 11 Cases of the above-captioned Debtors shall be jointly administered in accordance with the terms of this Order.
3. Nothing contained in this Order shall be construed as directing or otherwise effecting a substantive consolidation of the bankruptcy cases of the Debtors; it is the Court’s intention to jointly administer the bankruptcy cases of the Debtors for procedural purposes only.
4. The Debtors’ bankruptcy cases are to be jointly administered under *In re Little River Healthcare Holdings, LLC*, Case No. 18-60526- rbk.
5. Judge Ronald B. King shall preside over these jointly administered cases.
6. The joint caption of the Debtors’ cases shall read as shown in attached **Exhibit 1** attached hereto.
7. All original pleadings shall be captioned as set out above and all original docket entries shall be made in the case of *In re Little River Healthcare Holdings, LLC*, Case No. 18-60530-rbk.

8. All proofs of claim shall be filed under the case number representing the individual Debtor's estate against which the claim is made.

9. A docket entry shall be made in each of the Debtors' cases substantially as follows: *An order has been entered in this case directing the joint administration of the chapter 11 cases of Compass Pointe Holdings, LLC; Little River Healthcare Holdings, LLC; Timberlands Healthcare, LLC; King's Daughters Pharmacy, LLC; Rockdale Blackhawk, LLC; Little River Healthcare - Physicians of King's Daughters, LLC; Cantera Way Ventures, LLC; and Little River Healthcare Management, LLC; the docket for Little River Healthcare Holdings, LLC should be consulted for all matters affecting this case.*

10. This order shall be served by the Debtors on interested parties and all parties included on the master service list.

###

Prepared and submitted by:

WALLER LANSDEN DORTCH & DAVIS, LLP

Morris D. Weiss

Texas Bar No. 21110850

100 Congress Ave., Suite 1800

Austin, Texas 78701

Telephone: (512) 685-6400

Facsimile: (512) 685-6417

Email: morris.weiss@wallerlaw.com

PROPOSED COUNSEL FOR THE DEBTORS IN POSSESSION

EXHIBIT 1

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
WACO DIVISION**

In re:	§	
	§	Chapter 11
	§	
LITTLE RIVER HEALTHCARE	§	Case No. 18-60526-rbk
HOLDINGS, LLC, <i>et al.</i>	§	
	§	
Debtors. ¹	§	(Jointly Administered)
	§	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Compass Pointe Holdings, LLC (1142), Little River Healthcare Holdings, LLC (7956), Timberlands Healthcare, LLC (1890), King's Daughters Pharmacy, LLC (7097), Rockdale Blackhawk, LLC (0791), Little River Healthcare - Physicians of King's Daughters, LLC (5264), Cantera Way Ventures, LLC (7815), and Little River Healthcare Management, LLC (6688). The Debtors' mailing address is 1700 Brazos Ave, Rockdale, TX 76567.